

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

JUDITH RÉ,

Plaintiff,

v.

JODI R.R. SMITH, AND
BARNES & NOBLE, INC.,

Defendants.

Civil Action No. 04-11385-RGS

DEFENDANTS' MOTION FOR PROTECTIVE ORDER

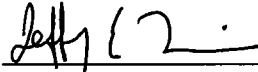
Pursuant to Federal Rules of Civil Procedure 26(c) and the reasons stated in the attached Memorandum of Law in Support of Motion for Protective Order, defendant Barnes & Noble, Inc. ("B&N") hereby moves for a protective order seeking to change the location of the deposition of B&N from the location noticed by plaintiff Judith Ré in the above-captioned action. Defendant seeks this motion based on the presumption that depositions of a corporation's officers and agents should be held at the corporation's principal place of business; and because the location selected is unnecessarily burdensome for the witnesses and will result in costs that B&N should not have to incur.

Counsel for defendant B&N hereby certifies that the parties conferred in good faith but were unable to reach an agreement regarding the location of the B&N deposition. Accordingly, this motion is necessary for defendant B&N to obtain the requested relief.

Dated: October 14, 2004

DEFENDANTS JODI R. R. SMITH and
BARNES & NOBLE, INC.

By their attorneys,



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CERTIFICATE OF SERVICE

I hereby certify that on this day a true copy of the above document was
served upon the attorney of record for each party by mail ~~by hand~~.

Date: 10-14-04 /s/ 162

CERTIFICATION OF COMPLIANCE WITH LOCAL RULE 37.1

1. In accordance with Local Rule 37.1, counsel for defendants Jodi R. R. Smith and Barnes & Noble, Inc. hereby certifies that I conferred by telephone with counsel for plaintiff Judith Ré on September 28, 2004.

2. During this telephone conference counsel discussed the dates and locations of the depositions of Smith, Barnes & Noble, Inc. and Ré.

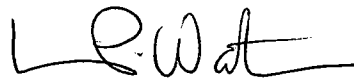
3. Counsel agreed to conduct the depositions of Smith and Ré in Boston on October 22, 2004 and November 4, 2004, respectively.

4. Counsel were unable to agree on the location of the deposition of Barnes & Noble, Inc. Barnes & Noble's counsel requested that the deposition take place in New York, Barnes & Noble's principal place of business. Ré's counsel refused the request.

5. At the end of the call, Ré's counsel indicated that they would notice the Barnes & Noble deposition for Boston.

6. Counsel for Barnes & Noble then indicated that Barnes & Noble would seek relief from the Court by filing a motion for a protective order.

7. Barnes & Noble received a notice of deposition dated September 30, 2004 which indicated Boston as the deposition location.



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